

**Exhibit C**

**Declaration of Marc L. Kesselman**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA L.P., et al.,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**Jointly Administered**

**DECLARATION OF MARC L. KESSELMAN IN SUPPORT  
OF APPLICATION OF THE DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING  
THE DEBTORS TO EMPLOY AND RETAIN DAVIS POLK & WARDWELL LLP AS  
ATTORNEYS FOR THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Marc L. Kesselman, Purdue Pharma L.P.'s ("**PPLP**"), and together with its affiliates that are debtors and debtors in possession in these proceedings, the "**Company**" or "**Purdue**") Senior Vice President, General Counsel and Corporate Secretary, in support of the *Application of Debtors for Authority to Employ and Retain Arnold & Porter Kaye Scholer LLP as Special Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (the "**Application**"),<sup>2</sup> declares as follows:

1. I am Senior Vice President, General Counsel and Corporate Secretary of PPLP, a Delaware limited partnership headquartered in Stamford, Connecticut.

2. I submit this declaration (the "**Declaration**") (a) in connection with the Application wherein the Debtors seek entry of an order authorizing the Debtors to employ and

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

retain Arnold & Porter as their special counsel in the Chapter 11 Cases *nunc pro tunc* to the Petition Date.

**The Debtors' Selection of Arnold & Porter**

3. It is my strong belief that it is critical to select special counsel with the utmost care to maximize the value of the Debtors' estates, while at the same time focusing on costs to ensure that the Debtors' limited resources are being appropriately utilized.

4. I, as Senior Vice President and General Counsel, along with several other members of the Debtors' senior management, am responsible for retaining and supervising outside counsel. I am familiar with the markets for professionals both in and out of bankruptcy, and, in particular, Arnold & Porter's preeminent intellectual property and life sciences practices.

5. The Debtors did not consider any other law firms for this role given Arnold & Porter's extensive knowledge and experience with the Debtors, as well as their substantial experience.

6. The Debtors have received legal services from Arnold & Porter for approximately fifteen (15) years. During that time, Arnold & Porter has become intimately familiar with the Debtors' businesses and relevant legal issues. I believe, for this reason, as well as because of Arnold & Porter's extensive experience in life sciences, transactional and antitrust work, that Arnold & Porter is both well-qualified and uniquely suited to represent the Debtors in connection with these types of matters in an efficient and timely manner.

**Rate Structure and Cost Supervision**

7. Arnold & Porter has informed the Debtors that its billing rates and the material terms of the engagement are lower than or comparable to (a) Arnold & Porter's standard rates

and the material terms for non-bankruptcy engagements and (b) the billing rates and terms of other comparably skilled counsel.

8. The Debtors understand that it is their responsibility to track their professionals' billing practices to be sure that the fees and expenses the estates pay are fair and reasonable, and the Debtors will review the fee statements of Arnold & Porter and of all of the Debtors' other professionals to ensure that continues to be the case. The invoices regularly submitted by Arnold & Porter are reviewed by attorneys employed by the Debtors under my ultimate supervision.

9. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

*[Signature Page Follows]*

December 5, 2019  
New York, NY

**PURDUE PHARMA L.P.**

(for itself and on behalf of its affiliates  
that are debtors and debtors in possession)



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Marc L. Kesselman  
Senior Vice President, General Counsel & Corporate Secretary  
Purdue Pharma L.P.